

CRAVATH, SWAINE & MOORE

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SURFACE TRANSPORTATION
BOARD

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WRITER'S DIRECT DIAL NUMBER

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RECORDATION NO. 21410 FILED

July 10, 1998

JUL 14 '98

1-12 PM

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is an Amendment Memorandum of Lease Agreement, a "secondary document", dated as of May 29, 1998. The primary document to which this is related is the Memorandum of Lease Agreement, filed with you on May 15, 1998, and assigned recordation number 21410.

The names and addresses of the parties to the primary document are as follows:

LESSOR: SBL Topaz Co., Ltd.
3-9-4, Nishi-Shimbashi
Minato-ku
Tokyo 105, Japan

LESSEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment covered by the document is as follows:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
18	6-axle diesel-electric locomotives	C-C	9220-9237

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterparts not needed by

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JEFFREY A. SMITH
ROBERT I. TOWNSEND, III

the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Amendment Memorandum of Lease Agreement dated as of May 29, 1998, between SBL Topaz Co., Ltd., as lessor, and Norfolk Southern Railway Company, as lessee, and covering 18 diesel-electric locomotives (numbered NS 9220-9237).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Elliot Karathanasis

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Encl.

JUL 14 '98

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AMENDMENT MEMORANDUM OF LEASE AGREEMENT dated as of May 29, 1998, among SBL TOPAZ CO., LTD., a corporation organized under the laws of Japan, and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation.

WHEREAS the parties hereto have entered into a Memorandum of Lease Agreement dated as of May 1, 1998, in respect of that certain Lease Agreement dated as of May 1, 1998, and supplements thereto, covering 26 General Electric model Dash 9-40CW diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 9220 through 9245;

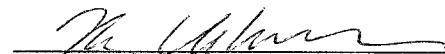
WHEREAS the said Memorandum of Lease Agreement has been filed and recorded with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on May 15, 1998, and assigned recordation number 21410;

WHEREAS only 18 locomotives, bearing the road numbers of Norfolk Southern Railway Company 9220 through 9237, have been delivered and accepted under the said Lease Agreement and supplements thereto.

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the release and termination of the said Lease Agreement and supplements thereto with respect to the remaining eight locomotives bearing the road numbers of Norfolk Southern Railway Company 9238 through 9245, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SBL TOPAZ CO., LTD.

By



Kenzo Uehara

Executive Vice President

NORFOLK SOUTHERN RAILWAY COMPANY

By



Vice President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS.:

On this 9th day of July, 1998, before me personally appeared Kenzo Uehara, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SBL TOPAZ CO., LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mia Temech.....
Notary Public

MIA TEMECH
NOTARY PUBLIC, State of New York
No. 01TE5065118
Qualified in New York County
Commission Expires Sept. 3, 1998

COMMONWEALTH OF VIRGINIA)
)
CITY OF NORFOLK)

SS.:

On this 7th day of July, 1998, before me personally appeared William J. Romig, to me personally known, who, by me being duly sworn, says that he is a vice president of NORFOLK SOUTHERN RAILWAY COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sandra J. Kirby
Notary Public